

# Exhibit “K”

**From:** [Vik Grover, CFA](#)  
**To:** ["James Tilton"](#)  
**Cc:** ["Baritz, Steven@Gmail.com"](#)  
**Subject:** RE: HDSI  
**Date:** Tuesday, November 10, 2015 8:00:00 AM

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There needs to be two documents, 1) a strategic expansion agreement where Steven transfers control of the company to you in the Series A and whereby we are issued out B and common shares for what will become 2% each post merger, and 2) an APA or stock purchase agreement to merge your business(es) into NSAV to get the 90/10 control outlined in the cap table (which does not include stock options which will boost you guys to 92-93% pre-financing).

Simultaneous to (1) you exercise an agreement to buy the KBM / Asher debt for \$180K. That can close on phase (2) but would also be a binding contract.

He cannot just give you control without all of this agreed to. There can be some closing adjustment on (2) based on working capital, audit, or other.

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-----Original Message-----

**From:** James Tilton [<mailto:jamtilton@yahoo.com>]  
**Sent:** Monday, November 09, 2015 3:18 PM  
**To:** 'James Tilton' <[jamtilton@yahoo.com](mailto:jamtilton@yahoo.com)>; CFA Vik Grover <[vikgrover@att.net](mailto:vikgrover@att.net)>  
**Cc:** Baritz, Steven@Gmail.com  
**Subject:** RE: HDSI

Vik,

Spoke to JR and we are still at the \$ 180K figure including the warrants. He did indicate he is willing to deal and asked me for a counter number. I told him I'd get back to him. See what you can get him down to including the warrants, meaning if he will go down below \$ 180K if we pay them all at once.

One thing we all agreed on, it makes no sense to pay part. It's all or nothing. The only other issue is the buyer of the debt has to be a none affiliate.

Let's do the deal as we discussed. I can't even think of paying the debt before I have control and certain that this company will get past FINRA and OTCQB will accept us. With the other financial service businesses in Wilton, I was told we qualify for Nasdaq small cap.

Off to bed now. Please come up with something and we can go further tomorrow.

Thanks.

Cheers.

James

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